

Plutus PowerGen plc

Form of proxy

Company Number: 05859612

For use at the Annual General Meeting to be held at the offices of the Company at 30 Percy Street, London, W1T 2DB on 3rd November 2014 at 11am.

Unless the context otherwise requires, words and expressions used in this Form of proxy have the meanings given to them in the Notice of Annual General Meeting dated 6 October 2014.

I/We

Of
(NAMES IN FULL AND ADDRESS IN BLOCK CAPITALS PLEASE)

being (a) holder(s) of ordinary shares in the capital of the Company hereby appoint the Chairman of the Annual General Meeting (please see note 3)

as my/our proxy to attend and, on a poll or on a show of hands, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on at the offices of the Company at 30 Percy Street, London, W1T 2DB on 3rd November 2014 at 11am and at every adjournment thereof.

I/We direct the proxy to vote in respect of the resolutions to be proposed as shown below (please indicate with an X in the space below how you wish your vote to be cast).

Ordinary Resolutions		For	Against	Vote withheld
1	to receive and adopt the accounts for the year ended 30 th April 2014 together with the reports of the Directors and auditors thereon			
2	to elect Josephine Dixon as a Director of the Company			
3	to elect Paul Lazarevic as a Director of the Company			
4	to elect Philip Stephens as a Director of the Company			
5	to appoint Welbeck Associates to act as auditors and to authorise the Directors to fix their remuneration			
6	Ordinary Resolution to authorise the Directors, pursuant to section 551 of the 2006 Act, to allot new shares in the capital of the Company up to an aggregate nominal amount of £300,000			
Special Resolution				
7	to disapply the pre-emption provisions of section 561(1) of the 2006 Act in respect of, inter alia, the allotment of equity securities for cash up to an aggregate nominal amount of £300,000			

Please note that a 'withheld' vote has no legal effect and will not be counted in the votes 'for' and 'against' a resolution.

Dated: Signature(s) or Common Seal:
(SEE NOTES 2 AND 3)

Notes

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided and delete the words 'the Chairman of the Annual General Meeting' from the preceding line. If you sign and return this proxy form with no name inserted, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL; and
 - received by Share Registrars Limited no later than 11am on 30th October 2014.

Proxies can be sent by way of facsimile transmission to 01252 719232.

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Notes (continued)

7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut off time will be disregarded.

Where you have appointed a proxy using the hard copy proxy form and you would like to change the instructions using another hard copy proxy form, please contact Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL.

12. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Share Registrars Limited no later than 11am on 30th October 2014.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

13. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.